

Karooooo Ltd.

(previously Karoo Pte. Ltd.)

(a public company incorporated and registered in the Republic of Singapore)

(Unique Entity Number: 201817157Z)

JSE share code: KRO ISIN: SGXZ19450089

(“Company” or “Karooooo”)

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES OF AMERICA OR ANY OTHER JURISDICTION IN WHICH IT IS UNLAWFUL TO DO SO.

The information and materials related to the Reinvestment Offer contained herein do not constitute or form a part of any offer to sell or a solicitation of an offer to purchase or subscribe for securities related to the Reinvestment Offer in the United States. In particular, the securities related to the Reinvestment Offer referred to herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. There will be no public offering of the securities related to the Reinvestment Offer in the United States.

KAROOOOO ANNOUNCES LAUNCH OF INITIAL PUBLIC OFFERING IN THE UNITED STATES

Capitalised words and expressions used in this announcement shall, unless expressly defined herein or indicated otherwise by the context, bear the same meanings as given to them in the prospectus issued by the Company on Monday, 15 March 2021 (the “Prospectus”).

Eligible Cartrack Shareholders are referred to the abridged prospectus announcement issued by the Company on SENS on Monday, 15 March 2021 and the Prospectus relating to the Reinvestment Offer and the JSE Listing and are advised that Karooooo has on Monday, 22 March 2021 launched a roadshow for an initial public offering of its ordinary shares in the United States (the “**Initial Public Offering**”).

Karooooo is offering 2,500,000 of its ordinary shares pursuant to the Primary Offer and Isaias (Zak) Jose Calisto, Karooooo’s chief executive officer is offering 1,500,000 of Karooooo’s ordinary shares pursuant to the Sell-down. In addition, the underwriters of the Initial Public Offering will have an option to purchase up to an additional 600,000 ordinary shares from Karooooo. The price per ordinary share will be determined following the bookbuilding process. Karooooo has applied to list its ordinary shares on the Nasdaq Global Select Market under the symbol “KARO.”

Morgan Stanley and BofA Securities are acting as lead book-running managers for the Initial Public Offering. William Blair is acting as book running manager, and Canaccord Genuity, Raymond James and Stifel are acting as co-managers for the Initial Public Offering.

The Initial Public Offering will be made only by means of a prospectus filed with the U.S. Securities and Exchange Commission. Copies of the preliminary prospectus relating to the Initial Public Offering, when available, may be obtained from: Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, Second Floor, New York, New York 10014; or BofA Securities, Attention: Prospectus Department, NC1-004-03-43, 200 North College Street, 3rd Floor, Charlotte, NC 28255-0001, or by email at dg.prospectus_requests@bofa.com.

A registration statement relating to the securities to be offered in the Initial Public Offering in the United States has been filed with the U.S. Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This announcement shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

This announcement and the proposed offering of Karooooo Shares in terms of the Primary Offer and Sell-down does not constitute or form a part of any offer or solicitation or advertisement to purchase and/or subscribe for securities in South Africa, including an offer to the public in terms of section 95(1)(h) of the South African Companies Act and will not be distributed to any person in South Africa in any manner that could be construed as an offer to the public in terms of the South African Companies Act.

Furthermore, this announcement does not constitute an advertisement or a prospectus registered and/or issued in terms of the South African Companies Act and nothing in this announcement should be viewed, or construed, as “advice”, as that term is used in the South African Financial Markets Act, No. 19 of 2012, as amended, and/or Financial Advisory and Intermediary Services Act, No. 37 of 2002, as amended.

Eligible Cartrack Shareholders participating in the Reinvestment Offer

Eligible Cartrack Shareholders are referred to the Prospectus and are advised that the increase in the number of Karooooo Shares in issue pursuant to a Primary Offer would result in an increase to the total number of shares in issue on the JSE and a dilution to such Eligible Cartrack Shareholder's percentage beneficial shareholding in Karooooo. The final issued shares of Karooooo will increase by the number of Karooooo Shares issued in a Primary Offer, plus the Shares that Eligible Cartrack Shareholders choose to accept in terms of the Reinvestment Offer. The pro-forma scenarios dealing with the Reinvestment Offer are set out in **Annexure N** of the Prospectus. In the case of a Primary Offer, Cash and Cash Equivalents as reflected in the statement of financial position in **Annexure N** of the Prospectus will increase by the cash received under a Primary Offer less any associated costs, which may increase or decrease the net asset value per Karooooo Share.

A Sell-down, if undertaken, would have no impact on the beneficial ownership of an Eligible Cartrack Shareholder as there would be no issue of new Karooooo Shares in terms of a Sell-down.

Salient dates and times

2021	
Expected pricing announcement and filing of the registration statement with the SEC on	Tuesday, 30 March
Expected listing of Karooooo on the NASDAQ with effect from the commencement of business (09:30 GMT - 04:00) on	Wednesday, 31 March
Finalisation announcement published on SENS on	Wednesday, 31 March
Finalisation announcement published in the South African press on	Thursday, 1 April

Last day to trade in Cartrack Shares in order to be eligible to receive the Scheme Consideration	Tuesday, 13 April
Expected suspension of listing of Cartrack Shares from the Main Board of the JSE at commencement of trading on	Wednesday, 14 April
Scheme Consideration Record Date	Friday, 16 April
Closing date of the Reinvestment Offer at 12:00 on	Friday, 16 April
Scheme Participants in respect of the Reinvestment Offer expected to receive their allocated Karooooo Investment Shares, being the date on which Karooooo Investment Shares are credited to Dematerialised securities accounts opened with the Administrator or their brokerage accounts	Wednesday, 21 April
Expected JSE Listing with effect from the commencement of business on	Wednesday, 21 April
Termination of listing of the Cartrack Shares on the JSE	Thursday, 22 April

Notes:

1. All dates and times are subject to change by Cartrack or Karooooo (subject to the approval of the NASDAQ, JSE, TRP and CIPC, if required).
2. The dates have been determined based on certain assumptions regarding the dates by which certain shareholder and regulatory approvals including, but not limited to, that of the NASDAQ will be obtained. Cartrack Shareholders will be notified of any amendments to these Salient Dates and Times on SENS and in the South African press.
3. All dates and times indicated above are South African standard dates and times.

Johannesburg

Tuesday, 23 March 2021

Sponsor to Karooooo

Merrill Lynch South Africa Proprietary Limited
t/a BofA Securities

South African Legal Adviser and Tax Adviser to Karooooo

Edward Nathan Sonnenbergs Incorporated

Joint Financial Advisers to Karooooo

RAND MERCHANT BANK (A division of FirstRand Bank Limited)

Merrill Lynch (Singapore) Pte. Ltd.